

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF WEST VIRGINIA
AT BECKLEY**

JUSTICE FAMILY FARMS LLC,)	Civil Action No. 5:11-0426
a West Virginia Limited Liability Company,)	
)	
Plaintiff,)	
)	
vs.)	
)	AFFIDAVIT OF
)	R. TYLER FIELDS
GUESS IRRIGATION COMPANY LLC,)	
a South Carolina Limited Liability Company,)	
)	
Defendants.)	
_____)	

PERSONALLY APPEARED BEFORE ME, R. Tyler Fields, who being duly sworn, deposes and states as follows:

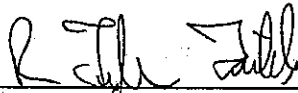
1. I am over the age of eighteen (18) years, and currently a resident of Lexington County, South Carolina. I will be relocating to Darlington County, South Carolina shortly.
2. Since June 2010, I have been employed by Guess Farm Equipment Company, Inc., d/b/a Guess Irrigation Company, as an agricultural engineer.
3. In August 2010, Bill Winbourne, who identified himself as an employee of Justice Family Farms, contacted William Taber of Guess Farm Equipment Company, Inc. at our company's office in South Carolina. Mr. Winbourne was interested in installing irrigation systems on several farms he said his employer owned in South Carolina. As the agricultural engineer for Guess Farm Equipment Company, Inc., I was asked to handle the negotiations for the potential projects.
4. One of the projects discussed with Mr. Winbourne concerned Catfish Bay Farm located in Dillon County, South Carolina. This is the project that is the subject of this litigation. All of the farms we discussed are located in South Carolina.
5. I was directly involved in all negotiations concerning the Catfish Bay Farm contract.

6. William Taber and I met with Bill Winbourne in mid-August 2010 to map out the properties he said his company owned so we could prepare an irrigation design. This meeting was held in Summerton, South Carolina.
7. In early September 2010, I hand delivered to Tom Floyd a proposal to install an irrigation system at Catfish Bay Farm. I was told that Mr. Floyd was Justice Family Farm's farm manager. Shortly thereafter, William Taber and I met with Mr. Floyd to discuss the proposal. This meeting was held at Mr. Floyd's office at Black River Farm, which is located in Gable, South Carolina.
8. In November 2010, following further discussions, I submitted a revised proposal for Catfish Bay Farm to Mr. Floyd at his office in Gable, South Carolina.
9. The negotiations over the Catfish Bay Farm project were handled several ways. Most negotiations were held in face-to-face meetings with representatives of Justice Family Farms. There were also a few phone calls and emails.
10. With one exception, the representatives of Guess Farm Equipment Company, Inc. participating in the negotiations over the Catfish Bay Farm project were physically present in South Carolina.
11. With one exception, all face-to-face meetings with representatives of Justice Family Farms concerning the Catfish Bay Farms project were held in South Carolina.
12. The single exception mentioned in paragraphs 10 and 11 of this Affidavit occurred on January 19, 2011. There had been discussions about setting up a meeting with Jay Justice (J. C. Justice, III) to discuss the Catfish Bay Farm proposal, and several potential meeting locations were discussed, including South Carolina and Florida. On January 18, 2011, Tom Floyd's office telephoned me and asked if I would drive to Beaver, West Virginia to meet with Mr. Justice on January 19, 2011. I agreed to do so.
13. I drove to Beaver, West Virginia on January 18, stayed the night, and arrived at the meeting location shortly before the scheduled time of 11:00 a.m. on January 19.
14. When I arrived for the meeting, I was told that Mr. Justice was delayed by weather. He did not arrive for the meeting until after lunch.
15. I met with Mr. Justice and one of his employees, Stephen Ball, in Beaver, West Virginia for about an hour on the afternoon of January 19, 2011. We

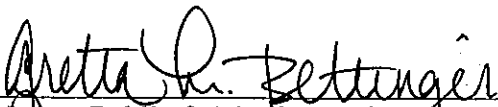
discussed the Catfish Bay Farm proposal but nothing was finalized. No agreements were reached on several key items, including financial terms.

16. I drove back to South Carolina that afternoon, and over the next few weeks negotiations over the Catfish Bay Farm project continued. These negotiations were either handled by phone or in face-to-face meetings held in South Carolina.
17. The contract on the Catfish Bay Farm project was ultimately signed in February 2011. I signed the contract for Guess Farm Equipment Company, Inc. while I was sitting in Tom Floyd's office at Black River Farm in Gable, South Carolina.
18. After I signed the contract, I handed it to Tom Floyd. I was told someone would take the contract to Mr. Justice for his signature.
19. A few days after I signed the Catfish Bay Farm contract in South Carolina, I received a copy of the contract signed by Mr. Justice.
20. All of the work required by the Catfish Bay Farm project's contract was performed in South Carolina. No work was performed in West Virginia.
21. In addition to the Catfish Bay Farm project, Guess Farm Equipment Company, Inc. has done some service work on other properties that we were told Justice Family Farms owned. All of these properties are located in South Carolina, and all work was performed in South Carolina. No work was performed in West Virginia.
22. Given the fact that I reside and work in South Carolina and have no contacts with West Virginia, it would be greatly inconvenient for me to travel to West Virginia for any trial.

FURTHER AFFIANT SAYETH NOT.


R. Tyler Fields

Sworn to and subscribed before me
this 15th day of July 2011.


Notary Public for the State of South Carolina
My Commission Expires: 5/18/15